

ECF

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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MERIT CAPITAL GROUP, LLC, :

Plaintiff, :

Case No. 04 Civ. 7690 (RCC)

- against - :

TRIO INDUSTRIES MANAGEMENT, :
LLC, TRIO INDUSTRIES HOLDINGS, :
LLC, EVAN R. DANIELS, and ROBERT :
E. GYEMANT, :

Defendants. :

**STIPULATION AND ORDER OF
WITHDRAWAL AND
SUBSTITUTION OF COUNSEL**

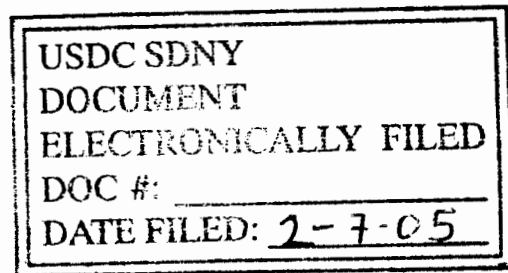
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TRIO INDUSTRIES MANAGEMENT, :
LLC and TRIO INDUSTRIES HOLDINGS, :
LLC, :

Third Party Plaintiffs, :

- against - :

HARVEY M. BLOCH, ALFRED :
SALAZAR and THOMAS J. MANCUSO, :

Third Party :
Defendants. :

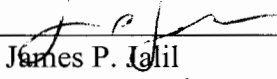


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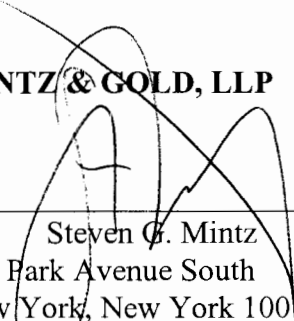
IT IS HEREBY STIPULATED that, pursuant to Rule 1.4 of the Local Civil Rules of the United States District Court for the Southern and Eastern Districts of New York and the attached Consent to Change Attorney, Shustak Jalil & Heller, 400 Park Avenue, New York, New York 10022 is hereby substituted for Mintz & Gold, 470 Park Avenue South, New York, New York 10016, in this action as attorneys for defendants Trio Industries Management, LLC, Trio Industries Holdings, LLC, Evan R. Daniels, and Robert E. Gyemant.

Dated: February 3, 2005

SHUSTAK JALIL & HELLER

By: 
James P. Jalil
400 Park Avenue, 14th Floor
New York, New York 10022
(212) 688-5900

MINTZ & GOLD, LLP

By:  (SM 5428)
Steven G. Mintz
470 Park Avenue South
New York, New York 10016
(212) 696-4848

SO ORDERED:



U.S.D.J. February 7, 2005

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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MERIT CAPITAL GROUP, LLC, :

Plaintiff, :

- against - :

TRIO INDUSTRIES MANAGEMENT, :
LLC, TRIO INDUSTRIES HOLDINGS, :
LLC, EVAN R. DANIELS, and ROBERT :
E. GYEMANT, :

Defendants. :

Case No. 04 Civ. 7690 (RCC)

**CONSENT TO
CHANGE ATTORNEY**

-----X

TRIO INDUSTRIES MANAGEMENT, :
LLC and TRIO INDUSTRIES HOLDINGS, :
LLC, :

Third Party Plaintiffs, :

- against - :

HARVEY M. BLOCH, ALFRED :
SALAZAR and THOMAS J. MANCUSO, :

Third Party
Defendants. :

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IT IS HEREBY STIPULATED THAT, Shustak Jalil & Heller be substituted as attorneys of record for defendants Trio Industries Management, LLC, Trio Industries Holdings, LLC, Evan R. Daniels and Robert E. Gyemant in this action in place of Mintz & Gold LLP.

Dated: February 1, 2005

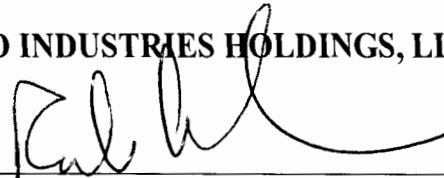
TRIO INDUSTRIES MANAGEMENT, LLC

By: _____

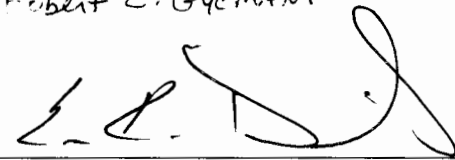
Robert E. Gyemant

TRIO INDUSTRIES HOLDINGS, LLC

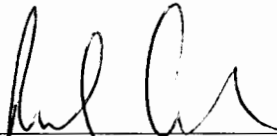
By:


Robert E. Gyemant

By:


Evan R. Daniels

By:


Robert E. Gyemant

MINTZ & GOLD LLP

By:



Withdrawing attorneys for Defendants Trio Industries Management LLC, Trio Industries Holdings, LLC, Evan R. Daniels and Robert E. Gyemant